

Form of Proxy
PLAZA CENTERS N.V.
(the "Company")

(Incorporated in the Netherlands with registered number 33248324)

I/we am/are an Independent Shareholder of the Company, registered in the Company's register of shareholders on the Record Date, entitled to attend and vote at any meeting of independent shareholders of the Company. I/we appoint the person named below, or failing him/her the chairman of the meeting, as my/our proxy to vote on my/our behalf at the Meeting of Independent Shareholders to be held at the following place and time and at any adjournment and on any proposed amendments to any of the resolutions:

| | |
|----------------------------------|---|
| Name of Independent Shareholder: | |
| Name of proxy: | |
| Place of meeting: | Park Plaza Victoria Hotel Amsterdam, Damrak 1-5, 1012 LG Amsterdam, the Netherlands |
| Date of meeting: | 30 June 2015 immediately after the closing of the annual General Meeting of Shareholders of the Company |

The proxy will vote on the following resolutions as indicated below:

| <i>Items on the agenda</i> | <i>For</i> | <i>Against</i> | <i>Abstain</i> |
|--|------------|----------------|----------------|
| Item 2 Proposal to reappoint Mr. Sarig Shalhav, who is retiring by rotation under Article 23 paragraphs 3 and 6 of the Articles of Association | | | |
| Item 3 Proposal to reappoint Mr. David Dekel, who is retiring by rotation under Article 23 paragraphs 3 and 6 of the Articles of Association | | | |

Please indicate with an X in the space provided how you wish your votes to be cast in relation to each resolution. If you sign and return this form without indicating how the proxy is to vote,

he/she will have discretion to vote either way or to abstain. The 'abstain' option is provided to enable you to withhold your vote on any resolution. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.

Signature

Date: _____ 2015

NOTES

1. This Form of Proxy must be signed by the Independent Shareholder appointing the proxy or by his/her attorney authorised in writing. If the Independent Shareholder is a corporation, the Form of Proxy must be sealed with its common seal or signed by an officer or an attorney of the corporation or other person authorised to sign it.
2. The Independent Shareholder shall be registered as holder of Shares in the Company's Shareholders register on the Record Date.
3. The return of this form will not prevent an Independent Shareholder from attending in person and voting at the meeting.
4. In the case of joint Independent Shareholders, the person whose name appears first in the register of Shareholders (*aandeelhoudersregister*) has the right to attend and vote at general meetings to the exclusion of all others.
5. A written proxy is to be received by the Company not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
6. Any alterations made to this form must be initialled.

Please complete and return to: Plaza Centers N.V., Prins Hendrikkade 48-s, 1012 AC Amsterdam, the Netherlands.